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Counsel to the Debtors and
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - X
In re: : Chapter 11
: Case No. 08-35653 (KRH)
CIRCUIT CITY STORES, INC., :
et al., : Jointly Administered
: Debtors. :
- - - - - X

**AFFIDAVIT IN SUPPORT OF EMPLOYMENT OF OGLETREE DEAKINS
AS A PROFESSIONAL UTILIZED IN THE ORDINARY COURSE OF
BUSINESS**

STATE OF TENNESSEE)
) ss:
COUNTY OF DAVIDSON)

John G. Harrison, Esq., being duly sworn,
deposes and says:

I am a shareholder of the firm Ogletree,
Deakins, Nash, Smoak & Stewart, P.C. (the "Firm"), which

has been employed by the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors") in the ordinary course of their business. The Debtors wish to retain the Firm to continue providing such ordinary-course services during their chapter 11 cases. This Affidavit is submitted in compliance with the Order Granting Debtors' Motion For Order Pursuant To Bankruptcy Code Sections 105(A), 327, 330 And 331 Authorizing Debtors To Employ Professionals Utilized In The Ordinary Course Of Business (the "OCB Professionals Order").

The Firm was provided with a list of interested parties and conducted a search of Firm's records for the names identified thereon. Based on that search, neither I, the Firm, nor any member, counsel, or associate thereof, insofar as I have been able to ascertain, has any connection with the Debtors, their creditors or stockholders, or any party in interest herein, except to the extent that the Firm has regularly served as labor and employment counsel to Circuit City Stores, Inc. and related entities, AON Corporation, Centex Corporation, The Home Depot, Lexmark

International, Sunoco, The Brinks Company, The Servicemaster Company, VF Corporation, and HBK Investments, among others.

1. The Firm does not represent or hold any interest adverse to the Debtors or their estates with respect to the engagement for which we are to be retained.

2. This Firm and certain of its members, counsel, and associates may have in the past represented, currently represent, and may in the future represent entities that are claimants or equity security holders of the Debtors in matters totally unrelated to the Debtors' chapter 11 cases. None of those past or current representations are material based on information currently under review. The Firm intends to apply for compensation for professional services rendered in connection with these chapter 11 cases directly to the Debtors, in accordance with the OCB Professionals Order, with such application to request compensation for services based on the hourly rates set forth below, plus reimbursement of actual and necessary expenses and other charges incurred by the Firm. The

attorneys designated to represent the Debtors and their current standard rates are set forth on the list attached as Exhibit A.


3. Timekeepers who have regularly represented the Debtor are John G. Harrison (Dallas/Nashville), Ron Chapman (Dallas), Andrew Turner (Dallas/Little Rock), Alicia Voltmer (Dallas), William Rutchow (Nashville), Todd Kaiser (Indianapolis), Bruce Hearey (Cleveland), Linda Claxton (Los Angeles) and Brandyn Stedfield (Los Angeles). Ogletree Deakins has offered, and will continue to offer, discounts to the standard hourly rates of these timekeepers and other attorneys in the Firm.

4. The rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Such rates are the Firm's standard rates for work of this nature. The rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with a client's

case. The expenses charged to clients include, among other things, photocopying, messenger and delivery, air freight, computerized research, videotape recording, travel (including mileage, parking, airfare, lodging, meals, and ground transportation), long distance telephone, telecopying, word processing, court costs and filing fees and, in general, all identifiable expenses that would not have been incurred except for representation of a particular client. The Firm will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients.


5. Except as provided in the OCB Professionals Order, no representations or promises have been received by the Firm as of the date of this Affidavit as to compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with these chapter 11 cases.

WHEREFORE, affiant respectfully submits this Affidavit in Support of Employment of Ogletree Deakins as a Professional Utilized in the Ordinary Course of Business.

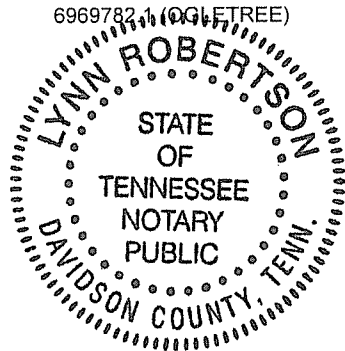

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Sworn to before me this 28th day of January, 2009.


Notary Public
My Commission Expires: 1/23/2010

6969782.1 (OGLETREE)



My Commission Expires JAN. 23, 2010

EXHIBIT A

ATTORNEY RATES BY LOCATION

Name	Hourly Rate
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ATLANTA OFFICE – IMMIGRATION

Shareholders

Johnson, Robert N.	350
Ruby, Jay C.	300

ATLANTA OFFICE – PC

Shareholders

Broxterman, Christina	375
Bryan, Joseph W.	325
Cleland, A. Craig	350

AUSTIN OFFICE

Shareholders

Griggs, Bruce A.	385
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Associates

Davis, Frank	315
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BIRMINGHAM OFFICE – PC

Shareholders

Palmer, Timothy A.	325
Pennington, James C.	325

BLOOMFIELD HILLS OFFICE

Shareholders

Tuyn, Richard M.	375
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CHARLOTTE OFFICE

Shareholders

Cole, John D.	350
Tisdale III, H. Bernard	350

CHICAGO OFFICE

Shareholders

Cramer, Michael H.	395
Deer, Thomas E.	375

CLEVELAND OFFICE

Shareholders

Fricke, Wade M.	350
Hearey, Bruce G.	400

DALLAS OFFICE

Shareholders

Buchanan, Michael R.	375
Chapman, Ronald W.	375
Harrison, John G.	350
Voltmer, Alicia S.	330

Associates

Bell, Michael H.	280
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Of Counsel

Turner, Andrew Thomas	350
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HOUSTON OFFICE – PC

Shareholders

Comeaux, David J.	360
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INDIANAPOLIS OFFICE

Shareholders

Ebert, Kim F.	400
Kaiser, Todd J.	375
McDermott, Brian L.	350

Associates

Brooks, Debra J.	220
Buhl, Brett E.	220

JACKSON OFFICE

Shareholders

Ehrhardt, Herbert C.	340
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Johnson, Bethany B. 320

KANSAS CITY OFFICE

Shareholders

Hulla, Patrick F. 340
Morris, Jill A. 300

LOS ANGELES OFFICE

Shareholders

Bowman, Lori A. 550
Claxton, Linda K. 470
Magee, Howard L. 390
McDaniel, Marcus A. 530
Schreck, Cheryl L. 470

Associates

Decker, Christopher Williams 315
Fishman, David J. 355
Stedfield, Brandyn E. 330

MEMPHIS OFFICE

Shareholders

Holmes, Charles V. 310
Lewis, Frederick J. 360

MIAMI OFFICE

Shareholders

DeMaio, David M. 385

Of Counsel

Hammon, Christopher P. 325

MORRISTOWN OFFICE

Shareholders

Hughes, Peter O. 375
Lee, Brian D. 350
Mariani, Richard C. 425

NASHVILLE OFFICE

Shareholders

Harrison, John G.	350
Rutchow, William S.	300
Washko, Elizabeth S.	300

Associates

Rusie, Jennifer S.	255
Winfrey, BrianC.	220

Paralegals

Ransom, Rachel E.	145
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PHILADELPHIA OFFICE

Shareholders

Moran, Christopher J.	400
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PHOENIX OFFICE

Shareholders

Dowell, L. Eric	350
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PITTSBURGH OFFICE

Shareholders

Glass, Michael D.	400
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RALEIGH OFFICE - IMMIGRATION

Shareholders

Smalley, Stephen H.	310
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RALEIGH OFFICE – PC – Labor

Shareholders

Agraz, Rodolfo R.	325
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SAN ANTONIO OFFICE

Shareholders

Smith, Lawrence D.	325
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Associates

Boland, Adam D.	250
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Knepper, Dawn M.	305
Ramirez, Sona	280

SAN FRANCISCO OFFICE

<u>Shareholders</u>	
Farmer, Douglas J.	475

ST. LOUIS OFFICE

<u>Shareholders</u>	
Lemley, Gregg M.	325

ST. THOMAS OFFICE

<u>Shareholders</u>	
Francis, Simone R.	325

TAMPA OFFICE

<u>Shareholders</u>	
Palladeno, Helen A.	310

<u>Associates</u>	
Garcia, Ignacio J.	285

WASHINGTON OFFICE – PC

<u>Shareholders</u>	
Coxson, Jr., Harold P.	450
Jeweler, Bernard P.	390